

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ULKU ROWE,

Plaintiff,

-against-

GOOGLE LLC,

Defendant.

No. 1:19-cv-08655 (LGS)(GWG)

**DECLARATION OF FRANK WAGNER IN
SUPPORT OF MOTION TO RETAIN
DOCUMENTS UNDER SEAL**

I, FRANK WAGNER, declare:

1. I have personal knowledge of the facts contained in this declaration. If called to be a witness, I could and would testify competently to these facts.

2. I am a Vice President of Compensation at Google, LLC ("Google"). I have held this role since 2016. Prior to this role, I served as Director of Compensation at Google, starting in 2007.

3. In my prior role as Director of Compensation from 2007 to 2016, I was responsible for, among other programs and functions, running compensation programs, including the annual merit cycle, bonus-planning cycle, equity refresh grant cycle, benchmarking studies, and sales compensation programs.

4. In my current role, which I have held since 2016, I continue to oversee these programs, and I am also responsible for building new compensation programs.

5. At Google, we design our compensation programs and policies to be highly-competitive in the global marketplace across the various industries in which Google operates. As a result, Google treats information about its compensation programs and policies, recruiting programs (including its interview questions and rubric scoring systems), leveling

guidelines, performance evaluation and management procedures, and any trainings related thereto, as highly confidential and proprietary.

6. The ways in which Google compensates its competitive, top-level global talent (and thus, recruits and retains our talent) is of great interest to our competitors. Google spans many industries, and that leads to competitive interest in our compensation, recruitment, and performance management programs from companies as diverse as a small start-up in California to multinational companies operating around the globe. Any information about how we recruit and retain talent through our compensation systems, or evaluate employees through our leveling and performance management work, would be of great interest to our competitors, and could be leveraged against Google to their advantage in competing for the same talent. It would be damaging to Google if these documents got into the hands of our competitors.

7. In designing any written materials regarding our compensation, recruitment, or performance management programs, *e.g.*, our training materials, written policies, and/or FAQs or other explainers, we assume that that they will be kept confidential and not published publicly. And we take steps to ensure they are maintained that way. Descriptions of our compensation, recruitment, or performance evaluation programs, systems, philosophy, and approach generally are available to only certain employees on internal, confidential Google sites (*i.e.*, “gComp,” “MyGoogle,” “Hiring@Google,” “Google Offer Compensation,” or “Staffing gHire”). If a document regarding our compensation processes is shared beyond the internal websites, the documents are typically provided only to certain groups and bear specific restricted audience and confidentiality warnings, *e.g.*, “Confidential for Compensation Planners: Internal Only Do Not Forward,” or “Confidential for gComp planners only.” Our training presentations regarding compensation philosophy and programming typically bear footer warnings that the information

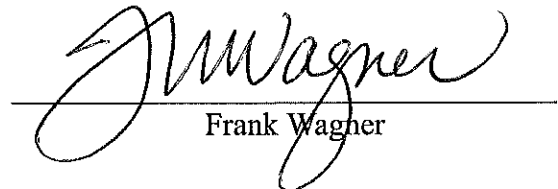
is “Google Confidential and Proprietary,” “Proprietary and Confidential,” “Confidential – Do Not Forward,” or something to that effect.

8. To be clear, Google does not discourage employees from discussing their own compensation, either with their peers or outside of Google. But Google does differentiate between individual compensation information, which employees are free to share if they so choose, and information about Google’s compensation programs and strategies, which are important to protect in the highly competitive technology industry in which Google operates.

9. Our compensation planning and programming, recruitment strategies, and approach to leveling and performance management reflect confidential Google priorities regarding products, and emerging areas of focus, or new technologies. As such, documents and information regarding such programs can give competitors information beyond just how we recruit and retain talent, but access to proprietary information about Google’s future business plans. As such, we treat compensation programming, recruitment schemes, leveling guidelines, and performance management programs, as highly confidential and proprietary, like trade secrets.

PURSUANT TO 28 U.S.C. § 1746, I DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE FOREGOING IS TRUE AND CORRECT. I AM AWARE THAT IF ANY OF THE FOREGOING STATEMENTS MADE BY ME ARE FALSE, I AM SUBJECT TO PUNISHMENT.

Executed this 27th day of October, 2021, at Mountain View, CA.


Frank Wagner